# Southern Railway System

REDORDATION NO. 1885 Flied 1888

Law Department P.O. Box 1808

Washington, D.C. 20013

(202) 383-4000

DEC 1 - 1983 -1 20 PM

INTERSTATE COMMERCE COMMISSION

November 30, 1983 59080, 60728

My Direct Line Is: (202)383-4417

3-3354070

ICC Washington, D. C.

Mrs. Agatha L. Mergenovich Secretary Interstate Commerce Commission Washington, D.C. 20423

Dear Mrs. Mergenovich:

I enclose six original counterparts of the document described in paragraph (1) hereof for recordation pursuant to Section 11303 of Title 49 of the U.S. Code and return, together with an original counterpart thereof for retention by the Commission.

In accordance with 49 CFR Part 1177, covering the recordation of documents, I advise you as follows:

- (1) The enclosed document is a Supplemental Agreement dated as of November 1, 1983 between Chemical Bank, 55 Water Street, New York, New York 10041, Trustee-Lessor, and Southern Railway Company, P.O. Box 1808, Washington, D.C. 20013, Lessee, and is a "secondary document" under 49 CFR §1177.1.
- (2) The "primary document" to which the enclosed secondary document is connected is an Equipment Trust Agreement between the Trustee-Lessor and the Lessee, dated as of October 1, 1979, constituting Southern Railway Equipment Trust No. 4 of 1979, which was filed and recorded in your office on October 5, 1979 at 10:10 A.M. and assigned recordation No. 10859.
- (3) The enclosed document was executed for the purpose of subjecting to the Equipment Trust Agreement certain new Equipment, being:

two new 200-ton Heavy Duty Flat Cars bearing Lessee's road numbers 50088 and 50089, A.A.R. designation FM, and two new 235-ton Depressed Center Flat Cars bearing Lessee's road numbers 50030 and 50031, A.A.R. designation FD.

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Each unit of new Equipment will be marked in letters not less than one-half inch in height with the words:

OWNED BY A BANK OR TRUST COMPANY UNDER A FINANCING AGREEMENT RECORDED WITH THE INTERSTATE COMMERCE COMMISSION UNDER SECTION 11303 OF TITLE 49, U. S. CODE.

- (4) The names and addresses of the parties to the enclosed document are shown in paragraph (1) hereof.
- (5) After recordation, the six original counterparts of the enclosed document not required by the Commission for recordation should be returned to David R. Willson, Esq., General Attorney, Southern Railway Company, P.O. Box 1808, Washington, D.C. 20013.
- (6) The recordation fee of \$10 is enclosed.
- (7) A short summary of the enclosed document for index use follows:

This is a Supplemental Agreement dated as of November 1, 1983 among Chemical Bank, Trustee-Lessor, and Southern-Railway Company, Lessee, subjecting additional equipment [2 200-ton Heavy Duty Flat Cars ## 50088 and 50089, and 2 235-ton Depressed Center Flat Cars, ## 50030 and 50031], to an Equipment Trust Agreement bearing recordation No. 10859.

Please acknowledge receipt on the enclosed copy of this letter.

Very\_truly yours,

David R. Willson General Attorney

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# Interstate Commerce Commission Washington, D.C. 20423

#### OFFICE OF THE SECRETARY

David R. Willson General Attorney Southern Railway Company P. O. Box 1808 Washington, D. C. 20013

December 1, 1983

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act,49 U.S.C. 11303, on 12/1/83 at 1:20PM and assigned rerecordation number(s). 10859-C

Sincerely yours,

Agatha L. Mergenovich
Secretary

Enclosure(s)

RECORDATION NO. 1859-C

Executed in 7 Counterparts of which this is Counterpart No. 1

DEC 1 - 1983 -1 20 PM

# INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENTAL AGREEMENT made and entered into as of November 1, 1983 by and between

CHEMICAL BANK, a corporation duly incorporated and existing under the laws of the State of New York with its head offices in the City of New York, New York (the "Trustee"); and

SOUTHERN RAILWAY COMPANY, a Virginia corporation, (the "Company");

## WITNESSETH That:

WHEREAS, by an equipment trust agreement dated as of October 1, 1979 (the "Agreement"), between the Trustee and the Company there was constituted SOUTHERN RAILWAY EQUIPMENT TRUST NO. 4 OF 1979; and

WHEREAS, by the Agreement the Trustee has let and leased unto the Company certain railroad equipment as defined in the Agreement (the "Equipment") for a term as set forth in the Agreement, all upon such terms and conditions as therein specified; and

WHEREAS, in Sections 3.4 and 4.9 of the Agreement, it is provided that upon the filing with the Trustee of the appropriate documents, any Deposited Cash held by the Trustee or any monies paid to the Trustee pursuant to Section 4.9 or Section 4.7 of the Agreement may be applied to the purchase of additional Equipment; and

WHEREAS, the Company, in compliance with the aforesaid requirements of Sections 3.4 and 4.9 of the Agreement, now proposes to cause to be sold, assigned, transferred and set over unto the Trustee, as trustee under the Agreement, two new 200-ton Heavy Duty Flat Cars bearing road numbers 50088 and 50089 and two new 235-ton Depressed Center Flat Cars bearing road numbers 50030 and 50031 (the "Additional Equipment");

### NOW, THEREFORE:

(1) In consideration of the premises and of the sum of One Dollar (\$1.00) paid by the Trustee to the Company at or before the ensealing and delivery hereof, the receipt of which is hereby acknowledged, and in consideration of the rents and covenants in the Agreement provided for and contained, the

Company does hereby assign to the Trustee all of its right, title and interest under the contract for the acquisition of the Additional Equipment and the Trustee does hereby let and lease the Additional Equipment to the Company for the remainder of the lease term as set forth in the Agreement, the said assignment by the Company and lease by the Trustee being upon and subject to all the terms and conditions of the Agreement as though the Additional Equipment had been a part of the original Equipment described in the Agreement.

- (2) The Company hereby accepts the terms and conditions upon which the Additional Equipment is leased to it hereunder, and covenants and agrees to abide by each and every such term and condition according to the true intent and purpose thereof.
- (3) The Trustee shall not be responsible in any manner whatsoever for or in respect of the validity or sufficiency of this Supplemental Agreement or the due execution hereof by the Company or for or in respect of the correctness of the recitals of facts contained herein, which recitals are made by the Company.
- (4) This Supplemental Agreement may be executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed and duly attested, as of the day and year first above written.

CHEMICAL BANK, as Trustee

Ву

L.S. ATTEST:

Assistant Secretary

SOUTHERN RAILWAY COMPANY

Ву

L.S. ATTEST:

Vice President

Assistant Secretary

STATE OF NEW YORK )
COUNTY OF NEW YORK )

Notary Public, State of New York
 No. 24-4737006

DISTRICT OF COLUMBIA.

Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1999

My Commission Expires July 31, 1985